

RECORDATION NO. 17407-A  
FEB 6 1997 10:25 AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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SUITE 200  
WASHINGTON, D.C.  
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(202) 393-2266  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

February 5, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) certified copies of a Subordination Acknowledgement, dated as of January 28, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Commission under Recordation Numbers ~~17406~~, 17407 and ~~17408~~.

The names and addresses of the party to the enclosed document are:

Secured Party: Boatmen's National Bank  
(successor by merger to Bank IV, Pittsburg)  
P.O. Box 599  
Pittsburg, Kansas 66762

A description of the railroad equipment covered by the enclosed document is attached as Exhibit A thereto.

Mr. Vernon A. Williams  
February 5, 1997  
Page 2

Also enclosed is a check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

MetLife Capital Corporation  
An Affiliate of Metropolitan Life Insurance Company

10900 NE 4th Street, Suite 500, Bellevue, WA 98004-5853  
Mailing Address: C-97550, Bellevue, WA 98009-7550  
Tel 206 451-0090



January 28, 1997

17402-A  
FEB 6 1997 11:25 AM

Mr. Jeff Elliott  
Bank IV, Pittsburgh, N.A.  
P. O. Box 599  
Pittsburg, KS 66762

Re: MetLife Loan No. 2001697

Dear Mr. Elliott:

MetLife Capital Corporation is considering financing railcars, per the attached exhibit "A", to **WATCO, Inc., Co-Borrower and Inman Service Company, Inc., Co-Borrower and Titan Rail Services, Inc., Co-Borrower**. Our search of the Interstate Commerce Commission ("ICC") records indicates that you have Security Agreements, with "blanket" language, filed with the ICC under Recordation No.'s 17406, 17407 (recorded June 28, 1991) and 19016 (recorded August 8, 1994) on equipment acquired by WATCO, Inc. and Inman Service Company, Inc..

Please acknowledge that your security interest does not encumber any of the equipment listed above by signing the acknowledgement copy of this letter and returning it to us. Prior to sending, please fax a copy to the undersigned.

Thank you for your consideration in this matter. Should you have any questions, please contact our office.

Respectfully,

METLIFE CAPITAL CORPORATION

A handwritten signature in cursive script that reads "Margaret Vincent".

Margaret Vincent  
Senior Contract Administrator

Direct: (206) 450-1807  
Telefax: (206) 450-3501

Acknowledged this 31<sup>st</sup> day of January, 1997.  
**Boatmen's National Bank** successor by merger to  
**Bank IV, Pittsburg, N.A.**

By:  
Its:

A handwritten signature in cursive script, likely of a Vice President, written over a horizontal line.  
Vice President

## EXHIBIT "A"

QUANTITY	UNIT	ITEM NO.	DESCRIPTION	PRICE
1.00	EA	008	MP 710895	12,000.00
1.00	EA	009	MP 710922	12,000.00
1.00	EA	010	MP 711117	12,000.00
1.00	EA	011	MP 711174	12,000.00
1.00	EA	012	MP 711289	12,000.00
1.00	EA	013	MP 711299	12,000.00
1.00	EA	014	MP 711433	12,000.00
1.00	EA	015	MP 712070	12,000.00
1.00	EA	016	MP 712110	12,000.00
1.00	EA	017	MP 712128	12,000.00
1.00	EA	018	MP 712277	12,000.00
1.00	EA	019	MP 715346	12,000.00
1.00	EA	006	CGW 7011	12,000.00
1.00	EA	007	MP 710837	12,000.00
1.00	EA	001	UP 21686	12,000.00
1.00	EA	020	MP 715379	12,000.00
1.00	EA	021	MP 715513	12,000.00
1.00	EA	022	MP 715616	12,000.00
1.00	EA	023	MP 715887	12,000.00
1.00	EA	004	UP 22715	12,000.00

Acknowledged this 31<sup>st</sup> day of JANUARY, 19 97.

Boatmen's National Bank

By: 

Its: Vice President

State of Washington

County of King

On this 4<sup>th</sup> day of February, 1997, I certify that this is a true and correct copy of a document in the possession of MetLife Capital Corporation.

Joeye Weym

May 5, 1998

NOTARY PUBLIC  
My commission expires:

[NOTARIAL SEAL]